

Georgia Northeastern Railroad Company, Inc.

Administrative Office:
Suite 315
1819 Peachtree Road, N E
Atlanta, Georgia 30309
Telephone (404) 605-7099
Fax (404) 352-6798

Office:
109 Marr Avenue
Marietta, Georgia 30060
Telephone (770) 428-4784
Fax: (770) (428-0592

February 2, 1999

GNRR

RECORDATION NO. 17229-A

FILED

FEB 8 '99

2-30PM

Mr Vernon A Williams, Secretary
Surface Transportation Board
The Mercury Building
1925 K Street, Room 715
Washington, DC 20423-0001

RE Lease Agreement By and Between Charles C Schoen ("Lessor") and Georgia
Northeastern Railroad Company, Inc ("Lessee")

Dear Mr Williams

Enclosed herewith are two (2) executed copies of an amendment to a summary lease agreement by and
between Charles C Schoen ("Lessor") and Georgia Northeastern Railroad Company ("Lessee"), a
Tennessee corporation, originally recorded by the Interstate Commerce Commission as recordation
#17229 on February 14, 1991 The amendment terminates the original lease for a GP9 locomotive
bearing the reporting marks GNRR 6585 The addresses of the parties are as follows

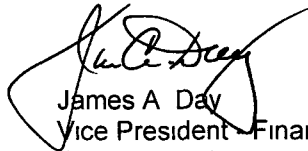
Charles C Schoen
2191 West Wesley Rd , NW
Atlanta, GA 30327

Georgia Northeastern Railroad Company, Inc
1819 Peachtree Rd , NE
Suite 303
Atlanta, GA 30309

I would appreciate your recording the enclosed amendment to this lease agreement and returning one
copy to me **A check for the filing fee in the amount of \$26.00 is enclosed**

Thank you for your assistance

Sincerely,



James A Day
Vice President - Finance
Georgia Northeastern Railroad Company, Inc

cmd

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

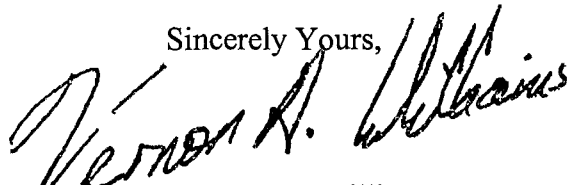
OFFICE OF THE SECRETARY

James A. Day
Georgia Northeastern Railroad Company, Inc.
1819 Peachtree Road, NE., Ste. 315
Atlanta, Georgia 30309

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 2/8/99 at 2:30PM, and
assigned recordation numbers (s): 17229-A.

Sincerely Yours,

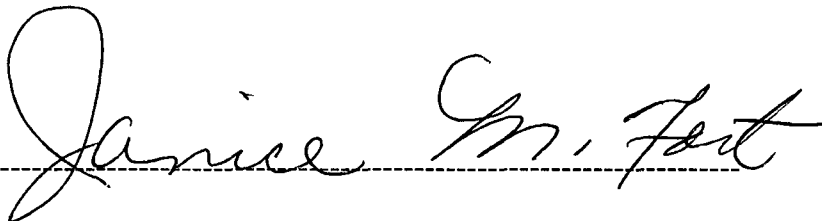


Vernon A. Williams

Enclosure(s)
26.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



FEB 8 '99

2-30PM

AMENDMENT TO LEASE AGREEMENT

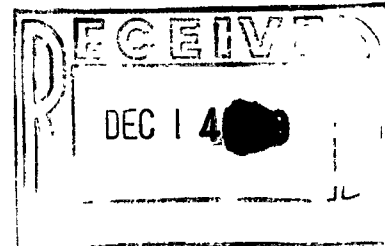
1. This amendment to Lease Agreement is made and entered into as of November 5, 1998, and cancels that certain Lease Agreement dated as of February 2, 1991, by and between **Charles C. Schoen** ("Lessor") and **Georgia Northeastern Railroad Company, Inc.** ("Lessee").
2. Lessor agrees to terminate the lease to Lessee, and Lessee hereby acknowledges the termination of the lease of the following equipment as of November 5, 1998.

One (1) GP9 Locomotive bearing the reporting marks GNRR 6585

3. The addresses of the parties are as follows:

Charles C. Schoen ("Lessor")
2191 West Wesley Road, NW
Atlanta, GA 30327

Georgia Northeastern Railroad Company, Inc. ("Lessee")
1819 Peachtree Road, NE, Suite 303
Atlanta, GA 30309



4. The terms and provisions of this Lease Agreement, as amended, are more particularly set forth in a Lease Agreement dated February 2, 1991 by and between Charles C. Schoen and Georgia Northeastern Railroad Company, Inc.

IN WITNESS WHEREOF, the parties hereto have caused this Cancellation of Lease Agreement to be executed as of this 5th day of November 1998.

Witness

By: Charles C. Schoen

Charles C. Schoen
(Lessor)

Georgia Northeastern Railroad Company, Inc.
(Lessee)

Cheri M. Denton

Witness

By: Willy L. Pierce

Wills L. Pierce, President

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